

EASTMAN KODAK CO

Form 4

August 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hellyar Mary Jane

(Last) (First) (Middle)

343 STATE STREET

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EASTMAN KODAK CO [EK]

3. Date of Earliest Transaction
(Month/Day/Year)
07/18/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	34,836 ⁽¹⁾	D	
Common Stock				Code V Amount (D) Price	23.6967	I	by Trustee of ESOP
Common Stock					42	I	Shares held by spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (right to buy)	\$ 31.3							<u>(2)</u>	04/03/2007	Common Stock	3,
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/31/2008	Common Stock	3,
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/11/2009	Common Stock	2
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/31/2009	Common Stock	3,
Option (right to buy)	\$ 31.3							<u>(2)</u>	05/02/2009	Common Stock	2,
Option (right to buy)	\$ 31.3							<u>(2)</u>	03/29/2009	Common Stock	8,
Option (right to buy)	\$ 31.3							<u>(2)</u>	01/11/2011	Common Stock	6,
Option (right to buy)	\$ 31.3							<u>(2)</u>	11/15/2011	Common Stock	13
Option (right to buy)	\$ 36.66							<u>(4)</u>	11/21/2012	Common Stock	16
Option (right to buy)	\$ 24.49							<u>(4)</u>	11/18/2010	Common Stock	5,

Option (right to buy)	\$ 31.71				(4)	12/09/2011	Common Stock	5,
Option (right to buy)	\$ 31.52				(4)	01/16/2012	Common Stock	10
Option (right to buy)	\$ 26.47				(4)	05/31/2012	Common Stock	50
Option (right to buy) (3)	\$ 24.75				(4)	12/06/2012	Common Stock	16
Restricted Stock Units (5)	(6)	07/18/2006	A	16.72 (7)	12/31/2006(8)	12/31/2006(8)	Common Stock	1,4
Option (right to buy)	\$ 31.3				(2)	04/01/2008	Common Stock	0
Option (right to buy)	\$ 31.3				(2)	03/12/2010	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellyar Mary Jane 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

Laurence L. Hickey, as attorney-in-fact for Mary Jane Hellyar 08/08/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Some of these shares are restricted.
- (2) These options have vested.
- (3) Stock option granted under the 2005 Omnibus Long-Term Compensation Plan.
- (4) These options vest one-third on each of the first three anniversaries of the grant date.
- (5) These units granted under the 2000 Omnibus Long-Term Compensation Plan; Leadership Stock Program, 2004-2005 cycle.

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- (6) These units convert on a one-for-one basis.
- (7) These units were credited to the reporting person's account as dividend equivalents.
- (8) This is the date these restricted stock units will vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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